

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:	Chapter 11
	:	
Old Carco LLC	:	Case No. 09-50002 (AJG)
(f/k/a Chrysler LLC), <i>et al.</i> ,	:	
	:	(Jointly Administered)
Debtors.	:	
	:	
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**THIRD ORDER, PURSUANT TO SECTION 365
OF THE BANKRUPTCY CODE AND BANKRUPTCY
RULE 6006, AUTHORIZING THE ASSUMPTION, AND ASSIGNMENT
TO CHRYSLER GROUP LLC, OF CERTAIN EXECUTORY CONTRACTS**

This matter coming before the Court on the Third Omnibus Motion of Debtors and Debtors in Possession, Pursuant to Section 365 of the Bankruptcy Code and Bankruptcy Rule 6006, for an Order Authorizing the Assumption, and Assignment to Chrysler Group LLC, of Certain Executory Contracts (Docket No. 6169) (the "Motion"),¹ filed by the debtors and debtors in possession in the above-captioned cases (collectively, the "Debtors"); the Court having reviewed the Motion and having considered the statements of counsel and the evidence adduced with respect to the Motion at a hearing before the Court (the "Hearing"); the Court having found that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b), (c) notice of the Motion and the Hearing was sufficient under the circumstances, (d) each of the Contracts is an executory contract subject to assumption and assignment under section 365 of the Bankruptcy Code, (e) the assumption and assignment of the Contracts approved herein constitutes an appropriate exercise of the Debtors' business judgment and is in the best interests of their estates and creditors and

¹ Capitalized terms not otherwise defined herein shall have the meanings given to them in the Motion.

(f) New Chrysler has provided "adequate assurance of future performance" of the Contracts as required by section 365(f)(2)(B) of the Bankruptcy Code; and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.
2. The Debtors are authorized to assume the Contracts, and assign the Contracts to New Chrysler, pursuant to sections 365(b) and 365(f) of the Bankruptcy Code, and the Contracts are hereby deemed assumed and assigned in accordance with the terms of this Order, effective as of the entry of this Order. The Contracts are identified in the attached Schedule 1, which is incorporated herein by reference.²
3. The Cure Costs owed under section 365(b) of the Bankruptcy Code are \$0.00. New Chrysler shall satisfy all future obligations arising under the Contracts in accordance with the terms of the Contracts.
4. This Court shall retain jurisdiction to resolve all matters relating to the implementation, interpretation or enforcement of this Order.

Dated: New York, New York
January 21, 2010

s/Arthur J. Gonzalez
UNITED STATES BANKRUPTCY JUDGE

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Each of the Contracts includes any renewals, amendments, modifications, endorsements, addenda or supplements thereto or restatements thereof. The terms of the Contracts included in Schedule 1 are provided for convenience only and are not intended to modify, or to represent the Debtors' interpretation of or a Court determination regarding, the terms of either of the Contracts.

SCHEDULE 1

Schedule of Contracts to Be Assumed and Assigned to New Chrysler

<u>No.</u>	<u>Description of Contract or Lease</u>	<u>Nondebtor Parties</u>	<u>Debtor Party</u>	<u>Term</u>
1.	Vehicle Dismantling, Sales and Scrap Agreement between LKQ Corporation and DaimlerChrysler Corporation, effective as of September 1, 2006.	LKQ Corporation Attn: Legal Department 120 N. LaSalle Street #3300 Chicago, IL 60602	Old Carco LLC (f/k/a Chrysler LLC), as successor to DaimlerChrysler Corporation	Five years from effective date
2.	EDGE Tax Credit Agreement between the State of Illinois, acting by and through its Department of Commerce and Economic Opportunity, and DaimlerChrysler North America Holding Corporation on behalf of DaimlerChrysler Corporation, dated as of November 15, 2004.	Illinois Department of Commerce & Economic Opportunity Attn: Dennis L. Gorss, Manager, EDGE Tax Credit Program 620 East Adams Street Springfield, IL 62701 Illinois Department of Revenue Attn: Mark Varner Business Taxpayer Relations 101 W. Jefferson Street Springfield, IL 62702	Old Carco LLC (f/k/a Chrysler LLC), as successor to DaimlerChrysler Corporation	No more than ten years from the date the Project is Placed in Service, as such terms are defined in the EDGE Tax Credit Agreement